

**UNITED STATES DISTRICT COURT  
DISTRICT OF MINNESOTA**

IN RE UNITEDHEALTH GROUP  
INCORPORATED  
SHAREHOLDER  
DERIVATIVE LITIGATION

Master File No 06-cv-1216  
JMR/FLN

**DECLARATION OF CHAD JOHNSON  
IN SUPPORT OF LEAD PLAINTIFFS' MOTION FOR AN AWARD  
OF ATTORNEY FEES AND REIMBURSEMENT OF EXPENSES**

I, Chad Johnson, declare as follows:

1. I am a partner with the law firm of Bernstein Litowitz Berger & Grossmann LLP. I submit this Declaration in support of my firm's application for an award of attorney fees in connection with services rendered on behalf of Lead Plaintiffs in this action and for reimbursement of expenses incurred by my firm in the course of this litigation related to the investigation, prosecution, mediation, and settlement of claims.

2. My firm has acted as counsel for Lead Plaintiffs and as a member of the court-appointed Lead Plaintiffs Coordinating Committee. My firm is counsel in this case for the following six Court-appointed Lead Plaintiffs:

- St. Paul Teachers' Retirement Fund Association;
- Public Employees' Retirement System of Mississippi;

- Jacksonville Police & Fire Pension Fund;
- Louisiana Municipal Police Employees' Retirement System;
- Louisiana Sheriff's Pension & Relief Fund; and
- Fire & Police Pension Association of Colorado.

3. My firm's compensation for the services rendered in this case on behalf of Lead Plaintiffs was wholly contingent on the success of this litigation, and the firm was totally at risk that it would not receive any compensation for prosecuting the claims of Nominal Defendant UnitedHealth Group Incorporated against Defendants.

4. All attorneys, paralegals and law clerks at my firm are instructed to keep contemporaneous time records reflecting the time spent on this and other matters.

5. During the period from the inception of the case through the final approval proceedings, my firm, Bernstein Litowitz, has been involved along with co-counsel, among other things, in the following activities, as set forth in greater detail in the Declaration of Federal Plaintiffs' Derivative Counsel in Support of Motion for Final Approval of the Settlement and the Motion for an Award of Attorney Fees and Reimbursement of Expenses:

- Researched, drafted, and filed an initial complaint in this case on behalf of the firm's Lead Plaintiff clients, which served as a

basis for Lead Plaintiffs' Amended and Consolidated Verified Complaint.

- Researched, drafted, and filed Lead Plaintiffs' Amended and Consolidated Verified Derivative and Class Action Complaint.
- Located and worked with a qualified expert to show that hundreds of millions of dollars of UnitedHealth options were issued to certain of the defendants, as alleged in the complaint.
- Prepared and filed the initial Motion for Injunctive Relief seeking to impose a constructive trust on the UnitedHealth Group, Inc. stock options held by Defendant William W. McGuire – which relief was ultimately granted.
- Actively participated in all aspects of prosecuting this case as a member of the Plaintiffs' Coordinating Committee and as counsel to six of the Court-appointed Lead Plaintiffs.
- Briefed the response to Defendants' Motion to Dismiss Lead Plaintiffs' Amended and Consolidated Verified Derivative and Class Action Complaint.
- Prepared discovery requests issued to Defendants and document subpoenas to numerous non-parties.
- Reviewed, coded and analyzed millions of pages of documents produced by Defendants, UnitedHealth, and third parties.
- Contributed to numerous discovery motions, including three Motions to Compel and a Motion to Consolidate Discovery.
- Contributed to plaintiffs' response to Motion to Intervene and Motion for a Partial Stay of Discovery of the United States of America.
- Prepared the response to defendants' motion to stay the proceeding.

- Prepared briefing pertaining to Lead Plaintiffs' Motion for Partial Summary Judgment.
- Arranged for, coordinated, prepared materials for, and participated in multiple mediation session with Defendants, UnitedHealth, and the Special Litigation Committee (SLC).
- Actively participated in all aspects of the mediation sessions and settlement discussions. Coordinated the involvement of the Lead Plaintiffs in those settlement discussions.
- Contributed to the preparation of briefs submitted to the Minnesota Supreme Court pertaining to this Court's certified question.
- Assisted with the preparation for arguments before this Court (Judge Rosenbaum and Magistrate Judge Noel) and the Minnesota Supreme Court.
- Worked closely with Lead Plaintiffs' corporate governance expert and secured corporate governance reforms from UnitedHealth through negotiations with the Company's counsel.
- Participated in the drafting of settlement papers and the motion and memorandum for preliminary and final approval of the settlement.
- Worked closely with the six Lead Plaintiffs this firm represents to keep them fully informed about all developments in the case and to seek their input on all decisions relating to the prosecution of the case.

6. The total number of hours spent on this litigation by my firm by its attorneys and other professional support staff through December 31, 2008, is 8,762. I have attached as Exhibit A a schedule containing a detailed summary that indicates the amount of time spent by each partner, associate,

and other professional support staff of my firm who were involved in this litigation, including the number of hours worked, their rates, and their respective lodestar values based on current billing rates. Exhibit A was prepared from contemporaneous daily billing records prepared and maintained by my firm, which are available at the request of the Court. None of the time included in this fee application represents any work done in connection with preparing this Declaration.

7. All of the services by Bernstein Litowitz in connection with this litigation were reasonably necessary in the prosecution of this case. There has been no unnecessary duplication of services for which my firm now seeks compensation.

8. During the period from inception of this litigation through December 31, 2008, Bernstein Litowitz incurred unreimbursed expenses in connection with this litigation in the total amount of \$193,986.74. These expenses were reasonably and necessarily incurred in connection with this litigation and are detailed in the chart attached to this Declaration as Exhibit B.

9. The expenses incurred pertaining to this litigation are reflected on the books and records of this firm maintained in the ordinary course of business. These books and records are prepared from bills from vendors and

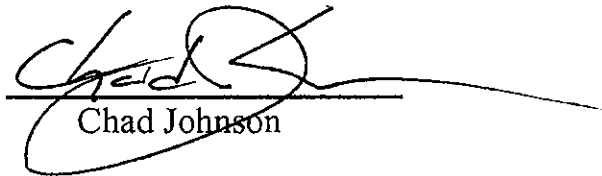
suppliers; detailed records of in-house expenses; and canceled checks, expense vouchers, and other source materials. They are an accurate record of the expenses incurred.

10. This Declaration only provides the Court with time and expense information through December 31, 2008. Additional time and expenses will be incurred in connection with the final hearing and any post-judgment requirements.

11. A biography of my firm and its attorneys who were involved in this litigation is attached to this Declaration as Exhibit C.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: January 29, 2009  
New York, New York



Chad Johnson